

AR84

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1498.
FILED, OCTOBER 20th, 1966.

RIX ATHABASCA URANIUM MINES LTD.

Full corporate name of Company

Incorporated in the Province of Ontario on February 21, 1950

Particulars of incorporation (e.g. Incorporated under Part IV of the Corporations Act, 1953

(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous
Filing Statement No. 1042 and
Amending Filing Statements Nos.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, 164 & 165.
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	By agreement dated October 8, 1966, International Bond & Equity Corporation Ltd. of Toronto has sold to David W. Smith of Calgary 1,100,000 issued shares of the capital stock of the Company, comprising the control block of shares, for a total consideration of \$418,000 cash, subject to acceptance for filing of such agreement by the Toronto, Canadian and Vancouver Stock Exchanges. Subsequent to such agreement being completed there would result in certain changes in the officers and directors of the Company as more fully set out in Item 3.
2. Head office address and any other office address.	There will be no change in the head office. It will remain at 15 King Street West, c/o Montreal Trust Company.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<u>PRESENT OFFICERS AND DIRECTORS</u> MURRAY M. SINCLAIR, 96 Glengowan Road, Toronto 12, Ontario, President and Director. Director of Research, Midland-Osler Securities Limited - 1961 to present. R. G. CROMPTON, 84 Highbourne Avenue, Toronto, Secretary-Treasurer and Director. Partner - Davidson & Company 1962-present. R. W. MOODY, 78 The Kingsway, Toronto, Director. Investment Manager, Montreal Trust Company - 1961 to present. N. J. SHORT, 4 May Street, Toronto 5, Director. President of N. J. Short & Associates Ltd., registered investment consultants - 1964 to present. For 3 years prior to that time he was Manager of the Research Department at Bache & Co. Toronto. C. S. EATON, JR., Northfield Ohio, Director. Self-Employed for more than 15 years. <u>PROPOSED OFFICERS AND DIRECTORS</u> DAVID W. SMITH - 96 Riverdale Avenue, Calgary, President and Director. Petroleum and mining executive - self-employed. W. CLARKE CAMPBELL - 95 Dunvegan Road, Toronto 7. Secretary and Director. Solicitor - Day, Wilson, Campbell & Martin. ROBERT A. WHITE - 312 Heath Street East, Toronto, Vice-President and Director. Security Salesman 1959-63 Bongard & Co. 1963 to present-Davidson & Company. C. S. EATON JR., Northfield, Ohio, Director. Industrialist self-employed. RONALD W. MOODY, 78 The Kingsway, Toronto, Director. Investment Manager, Montreal Trust Company, 1961 to present.
4. Share capitalization showing authorized and issued and outstanding capital.	5,000,000 shares of \$1 par value each, of which 4,000,000 shares are issued and outstanding.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	NONE
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	NONE
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	NOT APPLICABLE
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	NOT APPLICABLE
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	It is understood that the new board of directors will continue to pursue mining and exploration activities. The investment policy will not change.
10. Brief statement of company's chief development work during past year.	(1) 16 claims in Parkin Township area Ontario (active) Cost to date \$1,620. (2) 18 claims in Shining Tree - Amyot Township area Ontario (active) (50% interest) Cost \$400 to date (3) 49 claims and fractions Dividend - Lakeview area Osoyoos B.C. under option agreement (active) (25% interest) Cost - none to date; estimate \$10,000. (4) Four Townships Project - Kirkland Lake, Ontario (8% interest) total cost \$1,354.90 (active). (5) Northland Prospecting Syndicate - see answer to item 11 below.

SCHEDULE "A"

12-10-66

ASSETS AS OF

PAGE

DESCRIPTION

BOOK VALUE

MARKET PRICE

MARKET VALUE

12-10-66
12-10-66

BONDS DEBENTURES AND NOTES

MUNICIPAL SCHOOL AND RELIGIOUS INSTITUTIONS BOND			
22,662.70	URANIUM CITY AMORTIZED DEB.S 5.000 01-11-76	22,662.70	22,662.70

CORPORATE BONDS AND DEBENTURES - CONVERTIBLE			
25,000.00	BETHLEHEM COPPER CORPORATION 6.000 01-10-75	24,531.25	24,500.00
LIMITED CV.SERIES A			
50,000.00	WESTCOAST TRANSMISSION 5.750 01-11-84	52,251.00	53,500.00
CO LTD CV E			

FOREIGN BONDS, DEBENTURES AND NOTES			
50,000.00	MOLYBDENUM CORP OF AMERICA US 5.500 01-12-76	46,141.56	43,500.00

PREFERRED STOCKS

PREFERRED STOCKS CANADIAN - CONVERTIBLE			
2,000	INTERPROVINCIAL STEEL & PIPE CORP.LTD.	42,750.00	41,750.00
\$1.20 CV. PFD.N.P.V.			

COMMON STOCKS - CANADIAN

INVESTMENT AND HOLDING COMPANIES			
30,000	MEXICAN INVESTORS LTD. COMMON N.P.V.	75,000.00	71,000.00 (B.U.V.)
2,500	UNAS INVESTMENTS LTD.CAPITAL N.P.V.	47,500.00	36,562.50

MINING

2,000	THE PATINO MINING CORP COMMON	21,087.50	18,500.00
1,123,000	TORBRIIT SILVER MINES LTD COMMON \$1 PV	669,342.68	673,800.00

MISCELLANEOUS

130,000	JESSOP MINES LIMITED	13,000.00	-----
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RIX-ATHABASCA URANIUM MINES LIMITED

Paul H Smith

ASST. Sec.

FINANCIAL STATEMENTS

RIX-ATHABASCA URANIUM MINES LIMITED

BALANCE SHEET

FOR THE NINE MONTHS ENDED AS OF SEPTEMBER 30, 1966

ASSETS

CURRENT ASSETS:

Marketable Securities (Market value \$220,835)	234,261.31
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INVESTMENTS:

Torbrit Silver Mines Ltd. (Market value \$696,260)	669,342.68	
Mexican Investors Ltd. (1)	75,000.00	
Jessop Mines Ltd. (2)	13,000.00	
Uranium City Bonds (3)	22,662.70	780,005.38

OTHER ASSETS:

Investment in Grubstakes	328.54	328.54
		<u>1,014,595.23</u>

LIABILITIES

CURRENT LIABILITIES:

Bank Overdraft	23,715.22
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SHAREHOLDERS' EQUITY:

Capital stock		
Authorized 5,000,000 shs. P.V. \$100		
Issued and fully paid 4,000,000 shs.	4,000,000.00	
Discount thereon	845,001.00	
	<u>3,154,999.00</u>	
Deficit September 30, 1966	2,164,118.99	<u>990,880.01</u>
		<u>1,014,595.23</u>

- (1) No market value as there are only 2 common shareholders.
- (2) No present value.
- (3) No bid price is presently available, however they pay their interest annually and bonds are redeemed each year until maturity in 1976.
I certify this statement to be correct.

Junay Sinclair, President
B.rompton, Secretary-Treasurer

RIX-ATHABASCA URANIUM MINES LIMITED

FOR THE NINE MONTHS ENDED STATEMENT OF PROFIT AND LOSS

AS OF SEPTEMBER 30, 1966

INCOME:

Dividends	2,600.00	
Interest	1,881.45	
Proceeds from disposal of Equipment	32,348.60	36,730.05

ADMINISTRATIVE
EXPENSES:

Audit	(100.00)	
Bank Charges	34.38	
Car Expense	878.34	
Care & Maintenance - Beaverlodge	229.34	
Care & Maintenance - Cobalt	377.51	
Corporate Expense	310.00	
Directors Fee	550.00	
Dues & Subscription	50.00	
Legal Fees	25.00	
General Expense	80.81	
Secretarial	60.00	
Safekeeping Fees	122.93	
Shareholders' Expense	771.41	
Shipping Expense	8,381.69	
Taxes	233.27	
Telephone & Telegraph	147.14	
Transfer Agent Fees & Disbursements	1,803.86	
Travel Expenses	<u>1,008.40</u>	14,964.08

EXPLORATION EXPENSES:

General	1,516.01	
Four Townships Project	1,354.90	
Parkin Township	1,620.00	
Amyot Township	<u>400.00</u>	4,890.91
		<u>19,854.99</u>

NET PROFIT TO SEPTEMBER 30, 1966 \ 16,875.06

DEFICIT, DECEMBER 31, 1965 2,187,044.64

DEDUCT - NET REALIZED GAIN ON
INVESTMENT TRANSACTIONS 6,050.59 2,180,994.05 2,180,994.05

DEFICIT SEPTEMBER 30, 1966 2,164,118.99

I certify this statement to be correct.

Muna Simlan President

R. S. Thompson - Sect. Treasurer

RIX-ATHABASCA URANIUM MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 1966

SOURCE OF FUNDS

From operation	22,926.	
Add write-off of loss on sale of automobile which is not a cash expenditure	<u>541.</u>	23,467.
Sale of automobile		1,300.
Sale of supplies	50,498.	
Less included in operations	<u>32,249.</u>	<u>18,249.</u>

APPLICATION OF FUNDS

Investment in grubstakes	329	
Purchase of shares in Torbrit Silver Mines Limited	<u>42,563</u>	<u>42,892</u>
INCREASE IN WORKING CAPITAL		<u><u>124</u></u>

CHANGE IN WORKING CAPITAL

REFLECTED IN CURRENT ASSETS AND CURRENT LIABILITIES

CURRENT ASSETS	September 30, 1966	December 31, 1965	Increase or (Decrease)
Cash		70,797	(70,797)
Accounts Receivable		3,490	(3,490)
Marketable Securities	<u>234,261</u>	<u>141,437</u>	92,824
	234,261	215,724	
CURRENT LIABILITIES			
Accounts Payable		5,302	5,302
Bank indebtedness	<u>23,715</u>		(23,715)
WORKING CAPITAL	210,546	210,422	
INCREASE IN WORKING CAPITAL			<u><u>124</u></u>

I certify this statement to be correct.

Munro Sinden President
R. L. Thompson, Asst. Treasurer

MARKETABLE SECURITIES

ASSETS AS OF 30-09-66

PAGE

AMOUNT	DESCRIPTION	BOOK VALUE	MARKET PRICE	MARKET VALUE
	BONDS DEBENTURES AND NOTES			
25,000.00	BETHLEHEM COPPER CORPORATION 6.000 01-10-75 LIMITED CV. SERIES A	24,531.25	98.00	24,500.00
50,000.00	WESTCOAST TRANSMISSION CO LTD CV E 5.750 01-11-84	52,251.00	107.00	53,500.00
50,000.00	MOLYBDENUM CORP OF AMERICA US 5.500 01-12-76	46,141.56	86.67	43,335.00
	PREFERRED STOCKS			
2,000	PREFERRED STOCKS CANADIAN - CONVERTIBLE INTERPROVINCIAL STEEL & PIPE CORP. LTD. \$1.20 CV. PFD. N.P.V.	42,750.00	21.50	43,000.00
	COMMON STOCKS - CANADIAN			
2,500	UNAS INVESTMENTS LTD CAPITAL N.P.V.	47,500.00	15.00	37,500.00
2,000	THE PATINO MINING CORP COMMON	21,087.50	9.50	19,000.00
		<u>234,261.31</u>		<u>220,835.00</u>

I certify this statement to be correct.

Wm. Sinden President
R. Thompson Sec. Treasurer.

11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Northland Syndicate was formed on March 1, 1965 for the purpose of exploring a 100 square mile concession located south of James Bay, Ontario. A comprehensive examination of the property was conducted by the projects manager, Fort Reliance Minerals Ltd. The results were considered to be discouraging and Rix therefore determined not to participate in any further financing for work on this property. Mexican Investors Ltd. - The Company acquired 30,000 shares of common stock of Mexican Investors Ltd. on July 30, 1965 for a total consideration of \$75,000. The shares were purchased by direct subscription from the treasury of Mexican Investors Ltd. on incorporation of that company.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	NOT APPLICABLE
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	NONE
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	NOT APPLICABLE
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Montreal Trust Company, T41912, 15 King Street West, Toronto 1, Ontario, 1,198,500 shares. (These shares are owned by International Bond & Equity Corp. Ltd.) *Meyers & Co., 2 St. Alphage House, 2 Fore Street, London E.C. 2, England, 197,851 shares. *Midland-Osler Securities Limited, 44 King Street West, Toronto 1, Ontario, 145,062 shares. *Strabul Nominees Ltd., 36-38 Cornhill, London E.C. 2, England, 101,439 shares. *Bache & Co. Inc., 360 Bay Street, Toronto 1, Ontario, 98,600 shares. *Beneficial owners not known After the completion of the agreement as set out in Item 1 above, 1,100,000 shares previously registered in the name of Montreal Trust Company would be beneficially owned by David W. Smith of Calgary.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	International Bond and Equity Corp. Ltd. is presently in a position to affect control. Upon completion of the agreement as set out in Item 1 above, David W. Smith of Calgary who would be the new President and Director of the Company would be in a position to effect control.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	See Schedule "A" on page 2.
18. Brief statement of any lawsuits pending or in process against company or its properties.	NONE
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	NONE
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	The mining equipment in b. C. has been shipped to Nelson Machinery Equipment. They have agreed to store, insure, advertise and sell this equipment for a 20% commission. The equipment in Cobalt has largely been sold. The mining equipment is being stored for us and a list of this equipment has been supplied to local dealers in used mining equipment. The shares at present are not in the course of primary distribution.

CERTIFICATE OF THE COMPANY

DATED October 12 1966

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"M.W. Sinclair"

CORPORATE
SEAL

"R.G. Crompton"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

AR84

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS AMENDING FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS AMENDING FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 333.
FILED, OCTOBER 20th, 1966.

RIX-ATHABASCA URANIUM MINES LIMITED

Incorporated under the laws of Ontario on February 21, 1950.

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1498 dated October 12th, 1966.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	To reflect change in effective control. Proposed change in effective control of the company as set out in Filing Statement dated October 12, 1966, has been completed.		
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	David W. Smith President & Director	906 Riverdale Avenue Calgary, Alberta	Petroleum and Mining Executive - Self-employed
	W. Clarke Campbell Secretary & Director	95 Dunvegan Road Toronto, Ontario	Solicitor, Day, Wilson, Campbell & Martin
	Robert A. White Vice-Pres. & Director	312 Heath Street E. Toronto, Ontario	Security salesman 1959-63 - Bongard & Co., 1953 -present Davidson & Company
	C.S. Eaton, Jr. Director	Northfield, Ohio	Industrialist
	Ronald W. Moody Director	78 The Kingsway Toronto, Ontario	Investment Manager, Montreal Trust Co. 1961-present.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The new board of directors proposes to continue exploration activities and no change in investment policy is contemplated. Any funds which may be obtained through sale of investments will not be utilized for other purposes except as stated herein until notice has been given to and accepted for filing by the Toronto Stock Exchange.		
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	David W. Smith of Calgary, the new President and a director of the Company is in a position to affect control of the Company provided, he receives proxies from othershareholders.		
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	No portion of the 1,100,000 shares will be disposed of or traded in without prior notice being given to and accepted for filing by the Toronto Stock Exchange. There is no other material fact.		

DATED October 31st, 1966.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

RIX-ATHABASCA URANIUM MINES LIMITED,

"D.W. Smith" per:

per:

President

"R.A. White"

Vice-President

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

